

**ARTICLES
OF
INCORPORATION**

ARTICLES OF INCORPORATION
OF
TEN OAKS HOMEOWNERS ASSOCIATION, INC.

(A Texas Non-Profit Corporation)

Collin County, Texas

I, the undersigned natural person of the age of eighteen (18) years or more, who is a citizen of the State of Texas, acting as the incorporator of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter called the "Act"), do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is TEN OAKS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation.

ARTICLE III

DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE IV

PURPOSES AND POWERS

1. The Corporation does not contemplate pecuniary gain or profit to the members thereof, and its specific and primary purposes are set forth in that certain Declaration of Covenants, Conditions and Restrictions for Ten Oaks (as amended from time to time, the "Declaration")

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recorded in Volume 04951, Page 03190 of the Real Property Records of Collin County, Texas, covering and pertaining to the real property more particularly described on Exhibit A attached hereto and incorporated herein by reference for all purposes (the "Property");

2. The general purposes and powers are:

- a. To promote the common good, health, safety and general welfare of the residents within the Property;
- b. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation arising from the Declaration applicable to the Property, as amended from time to time, and recorded or to be recorded in the Real Property Records of Collin County, Texas, the Declaration being incorporated herein by reference for all purposes;
- c. To enforce applicable provisions of the Declaration, Bylaws, any rules and regulations of the Corporation and any other instrument for the management and control of the Property;
- d. To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to contract for and pay all expenses in connection with the maintenance, landscaping, utilities, roads, driveways, materials, supplies and services relating to the Common Areas (as defined in the Declaration) and other parts of the Property; to employ personnel reasonably necessary for administration and control of the Common Areas, including lawyers and accountants where appropriate; and to pay all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes and special assessments which are or would become a lien on any portion of the Property;

e. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which the Corporation under the Act may now or hereafter have or exercise;

f. To acquire (by purchase, grant or otherwise), annex and merge, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

g. To borrow money, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred in accordance with the Declaration; and

h. To act in the capacity of principal, agent, joint venturer, partner or otherwise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and the purposes and powers in each clause shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 4265 Kellway Circle, Addison, Texas 75001, and the name of its initial registered agent at such address is D. O. Tomlin,

III.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of such persons are:

<u>NAME</u>	<u>ADDRESS</u>
D.O. Tomlin, Jr.	4265 Kellway Circle Addison, Texas 75001
D.O. Tomlin, III	4265 Kellway Circle Addison, Texas 75001
Jerry Ragsdale	4265 Kellway Circle Addison, Texas 75001

At the first (1st) annual meeting of the Members of the Corporation, or any annual meeting thereafter, or special meeting of the Corporation called for that purpose, the number of Directors may be increased to five (5).

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator is:

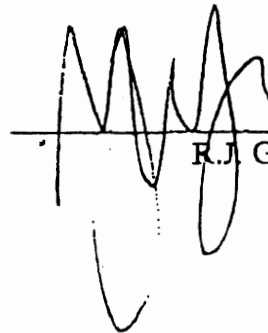
<u>NAME</u>	<u>ADDRESS</u>
R.J. Grogan, Jr.	2808 Fairmount Suite 150, LB 5 Dallas, Texas 75201

ARTICLE VIII**MEMBERSHIP**

The qualifications for membership in the Corporation along with the appurtenant voting rights and other privileges due Owners (as defined in the Declaration) of the Property shall be as set out in the Declaration. Each Owner (whether one or more persons or entities) of a Lot (as defined in the Declaration) shall, upon and by virtue of becoming such Owner, automatically become a member of the Corporation and shall remain a member thereof until such ownership ceases for any reason, at which time such membership in the Corporation shall automatically cease. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership in the Corporation shall be appurtenant to and shall automatically follow the legal ownership of each Lot and may not be separated from such ownership. Subject to the provisions of the Declaration, all Owners of Lots shall be entitled to one (1) vote for each Lot owned, but in no event shall more than one (1) vote be cast with respect to any Lot.

IN WITNESS WHEREOF, the undersigned has executed these

Articles of Incorporation this 27th day of February, 2002.



R.J. Grogan, Jr.

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